

Andrew T. Solomon (AS 9200)
Gretchen S. Silver (GS 1534)
SULLIVAN & WORCESTER LLP
1290 Avenue of the Americas, 29th Fl.
New York, NY 10104
(212) 660-3000

Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
PROFESSIONAL OFFSHORE
OPPORTUNITY FUND, LTD., a company
registered under the laws of the British Virgin
Islands,

Plaintiff,

: 08-CIV-5643 (SAS)

:
**REQUEST TO ENTER
DEFAULT**

-against-

AMEREX GROUP, INC., a Delaware
corporation,

: ECF CASE

Defendant.

----- X
TO: J. Michael McMahon, Clerk of the Court
United States District Court
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street
New York, NY 10007-1312

Please enter the default of Defendant Amerex Group, Inc., pursuant to Fed.R.Civ. 55(a),
for said Defendant's failure to plead or otherwise defend against the claims asserted against
Defendant in the Complaint by Plaintiff Professional Offshore Opportunity Fund, Ltd. as shown
from the attached Affidavit of Andrew T. Solomon in Support of Entry of Default.

Dated: New York, NY
July 22, 2008

SULLIVAN & WORCESTER LLP

By: 

Andrew T. Solomon (AS 9200)
Gretchen S. Silver (GS 1534)
1290 Avenue of the Americas
29th Floor
New York, NY 10104
(212) 660-3000

*Attorneys for Plaintiff Professional Offshore
Opportunities Fund, Ltd.*

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 1290 Avenue of the Americas, 29th Fl.
 New York, NY 10104
 (212) 660-3000

Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

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 :
 :
 PROFESSIONAL OFFSHORE
 OPPORTUNITY FUND, LTD., a company : 08-CIV-5643 (SAS)
 registered under the laws of the British Virgin
 Islands, :
 Plaintiff, : **AFFIDAVIT OF ANDREW T.**
 : **SOLOMON IN SUPPORT OF**
 : **ENTRY OF DEFAULT**
 :
 -against- :
 AMEREX GROUP, INC., a Delaware : ECF CASE
 corporation, :
 Defendant. :
 :
 ----- x

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

ANDREW T. SOLOMON, being duly sworn, deposes and says:

1. I am an attorney admitted to practice before this court and counsel to Plaintiff in this action. I base this affidavit upon personal knowledge and files maintained by Sullivan & Worcester LLP in this action.

2. On June 23, 2008, plaintiff Professional Offshore Opportunity Fund, Ltd. filed a Summons and Complaint in this action.

3. A Summons and a copy of the Complaint were served upon the Defendant Amerex Group, Inc. on June 24, 2008. The affidavit of service verifying service upon the Defendant was filed on June 27, 2008, a copy of which is attached as Exhibit A.

4. More than 20 days have elapsed since the date on which the Defendant Amerex Group, Inc. was served with Summons and a copy of the Complaint.

5. Defendant Amerex Group, Inc. has failed to answer or otherwise defend as to Plaintiff Professional Offshore Opportunity Fund, Ltd.'s Complaint.

6. This affidavit is executed by me in accordance with Rule 55(a) of the Federal Rules of Civil Procedure, for the purpose of enabling the Plaintiff to obtain an entry of default against the Defendant, for its failure to answer or otherwise defend as to Plaintiff's Complaint.

7. Therefore, I respectfully request that the Court enter a default against Defendant Amerex Group, Inc. in the within matter. A proposed Clerk's Certificate is attached hereto as Exhibit B.



Andrew T. Solomon

Sworn to before me
this 20th day of July 2008



Notary Public

GRETCHEN SILVER
Notary Public, State of New York
No: 02SI6184843
Qualified In Queens County
Commission Expires April 07, 20 12

Exhibit A

Andrew T. Solomon (AS 9200)
 Gretchen S. Silver (GS 1534)
 SULLIVAN & WORCESTER LLP
 1290 Avenue of the Americas, 29th Fl.
 New York, NY 10104
 (212) 660-3000
Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

----- X
 :
 PROFESSIONAL OFFSHORE
 OPPORTUNITY FUND, LTD., a company
 registered under the laws of the British Virgin
 Islands,

: Case No: 08 CV 5643 (SAS)

Plaintiff,

-against-

AMEREX GROUP, INC., a Delaware
 corporation,

Defendant.

----- X : AFFIDAVIT OF SERVICE

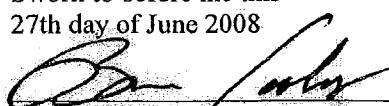
STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

1. Richard J. Lombardo, being duly sworn, deposes and says: I am over eighteen years of age, I reside in Kings County, and I am not a party to this action.

2. On June 24, 2008, I served in the above-captioned action true copies of the Summons and Complaint, the Civil Cover Sheet, plaintiff's Rule 7.1 Statement, the Individual Practices of Judge Shira A. Sheindlin and Judge Kevin Nathaniel Fox, and the Southern District of New York's Electronic Case Filing Rules & Instructions by facsimile and FedEx, pursuant to the notice provision (Section 4.2) of the August 14, 2007 Secured Promissory Note at issue in this litigation, upon defendant Amerex Group Inc. at the 1105 N. Peoria Avenue, Tulsa, Oklahoma 74106, Attention: Nicholas Malino, facsimile number: 1.918.599.0786.


 Richard J. Lombardo

Sworn to before me this
 27th day of June 2008


 Notary Public

BRIAN COOLEY
 NOTARY PUBLIC, STATE OF NEW YORK
 NO. 01C06177349
 QUALIFIED IN NEW YORK COUNTY
 COMMISSION EXPIRES NOVEMBER 13, 20 11

Exhibit B

Andrew T. Solomon (AS 9200)
Gretchen S. Silver (GS 1534)
SULLIVAN & WORCESTER LLP
1290 Avenue of the Americas, 29th Fl.
New York, NY 10104
(212) 660-3000

Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
PROFESSIONAL OFFSHORE
OPPORTUNITY FUND, LTD., a company
registered under the laws of the British Virgin
Islands,

: 08-CIV-5643 (SAS)

Plaintiff,

CLERK'S CERTIFICATE

:
-against- : ECF CASE

AMEREX GROUP, INC., a Delaware
corporation,

Defendant.

:

:
----- x

I, J. MICHAEL MCMAHON, Clerk of the United States District Court for the
Southern District of New York, do hereby certify that this action commenced on June 23, 2008
with the filing of a Summons and Complaint. On June 24, 2008, a Summons and a copy of the
Complaint was served on Defendant Amerex Group, Inc., and proof of such service was filed on
June 27, 2008.

I further certify that the docket entries indicate that the Defendant has not filed an
answer or otherwise moved with respect to the Complaint. The default of the Defendant is hereby
noted.

Dated: New York, New York

J. MICHAEL MCMAHON
Clerk of the Court

By: _____
Deputy Clerk